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December 9, 2022

BY ECF

The Honorable Louis L. Stanton
United States District Judge
Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street
New York, NY 10007

Re: *Frontier Airlines v. AMCK Aviation, et al.*, Case No. 1:20-cv-09713-LLS

Dear Judge Stanton:

On behalf of Plaintiff Frontier Airlines (Plaintiff), and pursuant to Section 3.B. of Your Honor's Individual Practices, Plaintiff requests that the Court seal certain documents filed in support of Plaintiff's opposition to Defendants' Motion for Summary Judgment. (Dkt. 93.)

Plaintiff attaches certain documents to the Declaration of David G. Hosenpud that it has designated as "Confidential" or "Highly Confidential – Attorneys' Eyes Only," pursuant to paragraph 8.4 of the Stipulated Protective Order, entered on January 4, 2022. (Dkt. 71.) This material includes the following Exhibits that are being filed in whole, or in part, under seal:

- Exhibits 6, 13, 18, 36, 51, 55-56, 81 have been filed publicly with redactions, under seal without redactions;
- Exhibits 1-2, 4-5, 7, 9, 11, 59-61, 63-66 have been filed publicly with a slip sheet, under seal without redactions.

In addition, certain documents attached to the Declaration of David G. Hosenpud that have been designated "Confidential" or "Highly Confidential – Attorneys' Eyes Only" by Defendants pursuant to the Stipulated Protective Order. Paragraph 8.4 of the Stipulated Protective Order requires the following: "If a non-designating party is filing a document that another party has designated as 'Confidential' or 'Highly Confidential – Attorneys' Eyes Only,' then the non-designating party shall file the document under seal." This material includes the following Exhibits that are being filed under seal:

- Exhibits 3, 8, 10, 12, 14, 16-17, 19-33, 35, 37-42, 44-48, 50, 53-54, 57-58, 67, 82 have been filed publicly with a slip sheet, under seal without redactions.

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Plaintiff also attaches certain documents to the Declarations of James Dempsey and Sharath Sashikumar Bindu, that it has designated as “Confidential” or “Highly Confidential – Attorneys’ Eyes Only,” pursuant to paragraph 8.4 of the Stipulated Protective Order. This material includes the following Exhibits that are being filed under seal:

- Exhibit 1 to the Declaration of James Dempsey is being filed publicly with a slip sheet, under seal without redactions;
- Exhibit 1-5 to the Declaration of Sharath Sashikumar Bindu are being filed publicly with a slip sheet, under seal without redactions.

Finally, Plaintiff is filing summaries of the foregoing information in Plaintiff’s Memorandum of Law and Statement of Material Facts Pursuant to Local Civil Rule 56.1.

There exists good cause and compelling reasons to keep the following Exhibits under seal:

Exhibit	Description
Hosenpud, Ex. 1	Airbus Purchase Agreement dated September 30, 2011
Hosenpud, Ex. 2	Aircraft Sale and Leaseback Agreement dated July 24, 2020
Hosenpud, Ex. 4	Amendment No. 8 to the Airbus Purchase Agreement, dated March 16, 2020
Hosenpud, Ex. 5	Amendment No. 9 to the Airbus Purchase Agreement, dated May 4, 2020
Hosenpud, Ex. 6	“chase” alerts AMCK sent to Frontier when it believed Frontier had a rent payment that was past due, dated July 1, 2019 to February 24, 2020
Hosenpud, Ex. 7	Framework Agreement that Frontier and AMCK executed, dated March 16, 2020
Hosenpud, Ex. 9	Email from representatives of Frontier to representatives of Airbus, dated April 2, 2020
Hosenpud, Ex. 10	Excerpts from the Lease Agreement, dated March 16, 2020, relating to aircraft MSN 10038
Hosenpud, Ex. 11	Trust Agreement, dated March 16, 2020, relating to aircraft MSN 10038
Hosenpud, Ex. 12	Guaranty, dated March 16, 2020, relating to aircraft MSN 10038
Hosenpud, Ex. 13	Wire transfer receipt, dated March 13, 2020, relating to aircraft MSN 10038
Hosenpud, Ex. 18	Emails between AMCK and Frontier representatives, dated March 22, 2020.
Hosenpud, Ex. 20	Emails between AMCK representatives dated March 23, 2020, attaching a document titled Weekly Agenda

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Hosenpud, Ex. 21	Emails between AMCK representatives, dated March 23, 2020, attaching a document titled Rent Deferral Update.msg.
Hosenpud, Ex. 23	Emails between AMCK representatives, dated March 24, 2020
Hosenpud, Ex. 29	Emails between AMCK representatives, dated April 2, 2020.
Hosenpud, Ex. 31	Text messages between Frontier and AMCK representatives, dated March 14, 2020 through April 30, 2020
Hosenpud, Ex. 33	Emails between AMCK representatives, dated April 9, 2020
Hosenpud, Ex. 36	Email from AMCK to Frontier, dated April 7, 2020 and April 30, 2020, attaching invoices for MSN 10038
Hosenpud, Ex. 38	Emails between AMCK representatives, dated April 27, 2020, attaching a document titled 2020-04-27 Payments Due Report Combined
Hosenpud, Ex. 39	Emails between AMCK representatives, dated May 1, 2020, attaching a document titled Monthly Report as of 30 Apr 2020 v.2. xlsx
Hosenpud, Ex. 40	Emails between AMCK representatives, dated May 5, 2020, attaching a document titled 05.05.2020 – Weekly Report – Final CM.docx
Hosenpud, Ex. 41	Emails between AMCK representatives, dated April 27, 2020
Hosenpud, Ex. 42	Emails between AMCK representatives, dated April 22, 2020
Hosenpud, Ex. 50	AMCK board meeting held on May 8, 2020
Hosenpud, Ex. 53	Letter from AMCK to Frontier, dated May 12, 2020
Hosenpud, Ex. 55	Emails between Frontier representatives dated May 13, 2020
Hosenpud, Ex. 56	Email from AMCK to Frontier representatives, dated June 29, 2020, attaching a document titled 19RD003118
Hosenpud, Ex. 58	Emails between AMCK and Frontier representatives, dated June 23, 2020.
Hosenpud, Ex. 59	Letter from CDB Aviation to Frontier, dated June 29, 2020
Hosenpud, Ex. 60	Letter from Jackson Square Aviation to Frontier, dated October 7, 2020
Hosenpud, Ex. 61	Email between Frontier representatives, dated October 7, 2020, attaching a document titled AMCK Comparison_10_07_20.xlsx
Hosenpud, Ex. 63	Emails between representatives of Frontier and Airbus, dated April 21, 2020
Hosenpud, Ex. 64	Emails between representatives of Frontier and Airbus, dated April 24, 2020, attaching a document titled FFT_AMD9 (Rescheduling)_Draft v1.docx
Hosenpud, Ex. 65	Emails between representatives of Frontier and Airbus, dated April 30, 2020
Hosenpud, Ex. 66	Emails between representatives of Frontier and Airbus, dated May 4, 2020
Hosenpud, Ex. 67	Emails between AMCK representatives, dated April 29, 2020
Hosenpud, Ex. 81	Expert Report of Dr. Kevin Neels on behalf of Frontier, dated September 9, 2022

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Dempsey, Ex. 1	Letter of Intent signed by AMCK's corporate relative (Accipiter Holdings, DAC), dated September 10, 2019, to finance six aircraft under the Airbus Agreement
Bindu, Ex. 1	Excerpts from the Aircraft Lease Agreement between Wells Fargo Trust Company and Frontier Airlines for the lease of an Airbus A320 aircraft MSN 8402
Bindu, Ex. 2	Trust Agreement for Airbus A320 aircraft MSN 8402
Bindu, Ex. 3	Excerpts from the May 29, 2018, Framework Agreement
Bindu, Ex. 4	Guaranty for Airbus A320 aircraft MSN 8402
Bindu, Ex. 5	Excerpts from the Aircraft Lease Agreement for MSN 9177

Each of these Exhibits contains highly sensitive and confidential business information related to Frontier's aircraft pricing, fleet plans, and contract terms. Frontier goes to great lengths to keep this information secret. Among other things, the information in these documents is not known outside of Frontier other than with Frontier's business partners, under agreements which keep the information strictly confidential, and would be extraordinarily valuable to Frontier's competitor airlines, as well as potential leasing partners, as it would reveal the terms Frontier has been able to competitively negotiate in the marketplace.

For example, the Airbus Agreement and its Amendments (Hosenpud, Ex. 1, 4-5) provides insight into Frontier's entire fleet plans: how many aircraft Frontier purchases each year, the terms of those purchases, and, more generally, Frontier's and Airbus's business relationship. Likewise, the contract documents between Frontier and AMCK reveal the aircraft lease terms, including pricing, Frontier has been able to negotiate. If these terms were to be made public, other airlines and leasing companies would have an improper competitive advantage in the marketplace against Frontier. Finally, many of the confidential terms in these documents reflect those from Frontier's business partners, not including Defendants, who would not take it lightly that these terms have been made public. *See generally, Roberto Coin, Inc. v. Goldstein*, No. 18-CV-4045 (EK) (ST), 2020 WL 13564045, at *2-4 (E.D.N.Y. Mar. 30, 2020). Further, Frontier has done its best to narrowly tailor the information kept under seal. To that end, a number of these documents have been filed publicly with redactions. *Id.*

Frontier, respectfully requests that the Court keep these documents in the above chart under seal, according to how Frontier has filed them (either with redactions, or wholly sealed).

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Frontier takes no position as to whether the other documents—not included in the chart—should remain under seal. If Defendants wish to keep that information under seal, Frontier would have no objection to such an application by Defendants.

Respectfully submitted,

LANE POWELL PC

s/David G. Hosenpud

David G. Hosenpud

cc: Counsel of Record (via ECF)

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